

# 1974 年國際貨物買賣時效公約 1980 年修正議定書

## 1980 年 4 月 11 日 訂於維也納，1988 年 8 月 1 日生效

### United Nations Convention on The Limitation Period in The International Sale of Goods 1980

Vienna, 11 April 1980 ; Entered into Force 1 August 1988

## LPSG 1980

The States Parties to the present Convention,  
Considering that international trade is an important factor in the  
promotion of friendly relations amongst States,  
Believing that the adoption of uniform rules governing the  
limitation period in the international sale of goods would facilitate  
the development of world trade,  
Considering that the Convention on the Limitation Period in the  
International Sale of Goods, concluded at New York on 14 June  
1974 (the 1974 Limitation Convention), to conform to the United  
Nations Convention on Contracts for the International Sale of  
Goods, concluded at Vienna on 11 April 1980 (the 1980 Sales  
Convention), would promote the adoption of the uniform rules  
governing the limitation period contained in the 1974 Limitation  
Convention.  
Have amended the 1974 Limitation Convention as follows:

#### PART I. Substantive Provisions

#### Sphere of application

#### Article 1

1. This Convention shall determine when claims of a buyer and a seller against each other arising from a contract of international sale of goods or relating to its breach, termination or invalidity can no longer be exercised by reason of the expiration of a period of time. Such period of time is hereinafter referred to as "the limitation period".
2. This Convention shall not affect a particular time-limit within which one party is required, as a condition for the acquisition or exercise of his claim, to give notice to the other party or perform any act other than the institution of legal proceedings.
3. In this Convention:
  - (a) "buyer", "seller" and "party" mean persons who buy or sell, or agree to buy or sell, goods, and the successors to and assigns of their rights or obligations under the contract of sale;

本議定書各締約國，  
考慮國際貿易於促進各國友好關係為一  
重要因素，  
深信採用規定國際貨物買賣時效期間之  
統一規則將有助於發展世界貿易，

認為將 1974 年 6 月 14 日於紐約訂立之  
國際貨物買賣時效期間公約(1974 年時  
效公約)予以修正，使其符合 1980 年 4  
月 11 日在維也納訂立之聯合國國際貨物  
買賣契約公約(1980 年買賣公約)，將可  
促進採用 1974 年時效公約中規定時效期  
間的統一規則，

茲協議修正 1974 年時效公約如下：

#### 第一部分 實體條款

#### 適用範圍

#### 第 1 條

1. 本公約係規定，因國際貨物買賣契約  
所引起或與該契約之違反、終止或無  
效有關、買方與賣方彼此間之請求權  
於何時因某時間屆滿而無法行使。該  
期間即為下文所稱之“時效期間”。
2. 本公約不影響當事人一方作為取得或  
行使其請求權之條件，必須於特定時  
期內通知他方當事人或進行訴諸法律  
程序以外任何行為之規定。
3. 於本公約：
  - (a) “買方”、“賣方”及“當事人”係指  
買賣貨物或約定買賣貨物之人，  
及依據貨物買賣契約規定承受權  
利或義務之繼承人及受讓人；

- (b) "creditor" means a party who asserts a claim, whether or not such a claim is for a sum of money;
- (c) "debtor" means a party against whom a creditor asserts a claim.
- (d) "breach of contract" means the failure of a party to perform the contract or any performance not in conformity with the contract;
- (e) "legal proceedings" includes judicial, arbitral and administrative proceedings;
- (f) "person" includes corporation, company, partnership, association or entity, whether private or public, which can sue or be sued;
- (g) "writing" includes telegram and telex;
- (h) "year" means a year according to the Gregorian calendar.

## Article 2

For the purposes of this Convention:

- (a) a contract of sale of goods shall be considered international if, at the time of the conclusion of the contract, the buyer and the seller have their places of business in different States;
- (b) the fact that the parties have their places of business in different States shall be disregarded whenever this fact does not appear either from the contract or from any dealings between, or from information disclosed by, the parties at any time before or at the conclusion of the contract;
- (c) where a party to a contract of sale of goods has places of business in more than one State, the place of business shall be that which has the closest relationship to the contract and its performance, having regard to the circumstances known to or contemplated by the parties at the time of the conclusion of the contract;
- (d) where a party does not have a place of business, reference shall be made to his habitual residence;
- (e) neither the nationality of the parties nor the civil or commercial character of the parties or of the contract shall be taken into consideration.

## Article 3

### 1. This Convention shall apply only

- (a) If, at the time of the conclusion of the contract, the places of business of the parties to a contract of international sale of goods are in Contracting States; or
- (b) If the rules of private international law make the law of a Contracting State applicable to the contract of sale.

### 2. This Convention shall not apply when the parties have expressly excluded its application.

## Article 4

This Convention shall not apply to sales:

- (a) of goods bought for personal, family or household use, unless the seller, at any time before or at the conclusion of the contract, neither knew nor ought to have known that the

- (b) “債權人”係指提出請求權之當事人，不論該請求權是否與金錢有關；
- (c) “債務人”係指債權人向其提出請求權之當事人；
- (d) “違約”係指當事人未履行契約或未依契約行事；
- (e) “法律程序”包括司法程序、仲裁程序及行政程序；
- (f) “人”包括可提起訴訟或被訴之公司、商號、合夥、會社或公私團體；
- (g) “書面”包括電報及電傳；
- (h) “年”係指西曆年。

## 第 2 條

就本公約目的而言：

- (a) 一貨物買賣契約，如訂立時買方及賣方之營業所位於不同國家，即應視為國際貨物買賣契約；
- (b) 當事各方於不同國家有營業所之事實，如從契約或在契約訂立前或訂立時之交易中，或於所透露的資料中無法顯示，即不予以考慮。
- (c) 如貨物買賣契約當事人於一國以上設有營業所，即應考慮訂立契約時為當事各方所已知或得預期之情況，以對契約及其履行有最密切關係的營業所為營業所；
- (d) 如當事人無營業所，應參照其慣居地辦理；
- (e) 當事人國籍及當事人或契約之民事或商事性質均不應予以考慮。

## 第 3 條

### 1. 本公約只在下列情況下適用：

- (a) 如訂立契約時，國際貨物買賣契約當事人營業地於締約國內；或
- (b) 如國際私法規則使某一締約國法律適用於買賣契約。

### 2. 於當事各方明白表示排除其適用時，本公約即不應適用。

## 第 4 條

本公約不適用於下列貨物之買賣：

- (a) 購供私人、家人或家庭使用之貨物買賣，然賣方於訂立契約前任何時候或訂立契約時不知且無理

goods were bought for any such use;

- (b) by auction;
- (c) on execution or otherwise by authority of law;
- (d) of stocks, shares, investment securities, negotiable instruments or money;
- (e) of ships, vessels, hovercraft or aircraft;
- (f) of electricity.

- 由知道該貨物是購供任何該使用者；
- (b) 拍賣；
  - (c) 從事執行法律所授權之行為或其他作為；
  - (d) 債券、股票、投資證券、流通票據或貨幣；
  - (e) 船舶、氣墊船或飛機之買賣；
  - (f) 電力。

## Article 5

This Convention shall not apply to claims based upon:

- (a) death of, or personal injury to, any person;
- (b) nuclear damage caused by the goods sold;
- (c) a lien, mortgage or other security interest in property;
- (d) a judgement or award made in legal proceedings;
- (e) a document on which direct enforcement or execution can be obtained in accordance with the law of the place where such enforcement or execution is sought;
- (f) a bill of exchange, cheque or promissory note.

## 第 5 條

本公約不適用於依據下列理由之請求權：

- (a) 任何人之死亡或人身傷害；
- (b) 因所賣貨物造成之核子損害；
- (c) 財產之留置權、抵押權或其他擔保利益；
- (d) 法律程序所作之判決或裁決；
- (e) 依請求執行所在地法律，能夠據以獲得直接執行之文書；
- (f) 匯票、支票或本票。

## Article 6

1. This Convention shall not apply to contracts in which the preponderant part of the obligations of the seller consists in the supply of labour or other services.
2. Contracts for the supply of goods to be manufactured or produced shall be considered to be sales, unless the party who orders the goods undertakes to supply a substantial part of the materials necessary for such manufacture or production.

## 第 6 條

1. 本公約不適用於賣方義務最主要部分係在提供勞動或其他勞務之契約。
2. 為供應有待製造或生產之貨物而訂立之契約應視為貨物買賣契約，然訂貨之一方承擔提供此製造或生產所需原料之主要部分者，不在此限。

## Article 7

In the interpretation and application of the provisions of this Convention, regard shall be had to its international character and to the need to promote uniformity.

## 第 7 條

於解釋及適用本公約各項規定時，應考慮到本公約之國際性質及促進統一之必要性。

## The duration and commencement of the limitation period

## 時效期間之期間及起迄

### Article 8

The limitation period shall be four years.

### 第 8 條

時效期間應為四年。

### Article 9

1. Subject to the provisions of articles 10, 11 and 12 the limitation period shall commence on the date on which the claim accrues.
2. The commencement of the limitation period shall not be postponed by:

### 第 9 條

1. 於適用第 10 條、第 11 條及第 12 條規定之情況下，時效期間應自請求權發生之日起算。
2. 時效期間的起算不應因下列原因而延遲起算：

- (a) a requirement that the party be given a notice as described in paragraph 2 of article 1, or
- (b) a provision in an arbitration agreement that no right shall arise until an arbitration award has been made.

- (a) 當事人一方必須向他方致送第 1 條第 2 項所稱之通知，或
- (b) 仲裁協議規定於仲裁裁決作出之前，不發生任何權利。

## Article 10

1. A claim arising from a breach of contract shall accrue on the date on which such breach occurs.
2. A claim arising from a defect or other lack of conformity shall accrue on the date on which the goods are actually handed over to, or their tender is refused by, the buyer.
3. A claim based on fraud committed before or at the time of the conclusion of the contract or during its performance shall accrue on the date on which the fraud was or reasonably could have been discovered.

## 第 10 條

1. 因違約所生之請求權應於違約行為發生之日發生。
2. 因貨物瑕疵或不符合契約規定所生之請求權，應於貨物實際交付買方拒絕接受之日發生。
3. 基於契約訂立前或訂立時或於履行此項契約期間之詐欺行為而提出之請求權，應於該詐欺被發現或合理得被發現之日發生。

## Article 11

If the seller has given an express undertaking relating to the goods which is stated to have effect for a certain period of time, whether expressed in terms of a specific period of time or otherwise, the limitation period in respect of any claim arising from the undertaking shall commence on the date on which the buyer notifies the seller of the fact on which the claim is based, but not later than on the date of the expiration of the period of the undertaking.

## 第 11 條

如賣方就貨物提出明確保證，說明於某一期間內有效，不論是否有具體期間，因該保證而起之請求權時效期間，應自買方將請求權所依據之事實通知賣方之日起算，然不得遲於該保證期間屆滿之日。

## Article 12

1. If, in circumstances provided for by the law applicable to the contract, one party is entitled to declare the contract terminated before the time for performance is due, and exercises this right, the limitation period in respect of a claim based on any such circumstances shall commence on the date on which the declaration is made to the other party. If the contract is not declared to be terminated before performance becomes due, the limitation period shall commence on the date on which performance is due.
2. The limitation period in respect of a claim arising out of a breach by one party of a contract for the delivery of or payment for goods by instalments shall, in relation to each separate instalment, commence on the date on which the particular breach occurs. If, under the law applicable to the contract, one party is entitled to declare the contract terminated by reason of such breach, and exercises this right, the limitation period in respect of all relevant instalments shall commence on the date on which the declaration is made to the other party.

## 第 12 條

1. 如依適用契約之法律規定，當事人一方有權在契約開始履行前聲明終止契約，並行使該權利者，則依據此情況之請求權時效期間，應自向他方當事人為聲明之日起算。如契約於開始履行前未經聲明終止，則時效期間應自開始履行之日起算。
2. 因當事人一方違背分期交貨或分期付款契約而生之請求權時效期間，就每一期而言，應自該項違約行為發生之日起算。如依適用於契約之法律規定，當事人一方有權以該違約行為為由聲明終止契約，並行使該項權利者，則全部有關各期之時效期間，應自向他方當事人為聲明之日起算。

## Cessation and extension of the limitation period

## 時效期間之中止及延長

### Article 13

### 第 13 條

The limitation period shall cease to run when the creditor performs

於債權人依據起訴地法院所適用之法律

any act which, under the law of the court where the proceedings are instituted, is recognized as commencing judicial proceedings against the debtor or as asserting his claim in such proceedings already instituted against the debtor, for the purpose of obtaining satisfaction or recognition of his claim.

#### Article 14

1. Where the parties have agreed to submit to arbitration, the limitation period shall cease to run when either party commences arbitral proceedings in the manner provided for in the arbitration agreement or by the law applicable to such proceedings.
2. In the absence of any such provision, arbitral proceedings shall be deemed to commence on the date on which a request that the claim in dispute be referred to arbitration is delivered at the habitual residence or place of business of the other party or, if he has no such residence or place of business, then at his last known residence or place of business.

#### Article 15

In any legal proceedings other than those mentioned in articles 13 and 14, including legal proceeding commenced upon the occurrence of:

- (a) the death or incapacity of the debtor,
- (b) the bankruptcy or any state of insolvency affecting the whole of the property of the debtor, or
- (c) the dissolution or liquidation of a corporation, company, partnership, association or entity when it is the debtor.

The limitation period shall cease to run when the creditor asserts his claim in such proceedings for the purpose of obtaining satisfaction or recognition of the claim, subject to the law governing the proceedings.

#### Article 16

For the purposes of articles 13, 14 and 15, any act performed by way of counterclaim shall be deemed to have been performed on the same date as the act performed in relation to the claim against which the counterclaim is raised, provided that both the claim and the counterclaim relate to the same contract or to several contracts concluded in the course of the same transaction.

#### Article 17

1. Where a claim has been asserted in legal proceedings within the limitation period in accordance with article 13, 14, 15 or 16, but such legal proceedings have ended without a decision binding on the merits of the claim, the limitation period shall be deemed to have continued to run.
2. If, at the time such legal proceedings ended, the limitation period has expired or has less than one year to run, the creditor shall be entitled to a period of one year from the date on which the legal proceedings ended.

規定對債務人開始行司法程序或在已對債務人所提起之該程序中提出其請求權以期獲得清償或承認之行為時，時效期間應中止計算。

#### 第 14 條

1. 如當事人已同意交付仲裁，時效期間應在當事人任何一方依照仲裁協定所規定之方式或依適用於該程序之法律開始進行仲裁程序時，中止計算。
2. 如無上述任何規定，仲裁程序應視為於將爭執之請求權交付仲裁之申請送達他方當事人之慣居地或營業所之日開始；如他方無該慣居地或營業所，則在送達其為人所知之最後住所或營業所之日起開始。

#### 第 15 條

於第 13 條及第 14 條未提到之其他任何法律程序，包括於下列情況發生時開始之法律程序：

- (a) 債務人死亡或喪失能力，
- (b) 債務人破產或無清償債務能力，因而影響到債務人全部財產，或
- (c) 作為債務人的公司、商號、合夥、會社或團體之解散或清算，

債權人提出請求權以期獲得清償或承認時，除有關該程序之法律另有規定者外，時效期間應停止計算。

#### 第 16 條

為適用第 13 條、第 14 條及第 15 條之目的，為提出反訴而作出之任何行為，應視為於從事據以提出反訴之請求權有關行為之同日進行，然請求權及反訴均應與同一契約或與同一交易中所訂立之數契約有關。

#### 第 17 條

1. 如依照第 13 條、第 14 條、第 15 條或第 16 條時效期間內進行法律程序提出請求，然該法律程序終結時並未就請求之是非曲直作出具有拘束力之最後判決時，時效期間應視為持續計算。
2. 如該法律程序終結時，時效期間業已屆滿或者剩下不足一年、債權人自該項法律程序終結之日起應另享有一年之期間。

## Article 18

1. Where legal proceedings have been commenced against one debtor, the limitation period prescribed in this Convention shall cease to run against any other party jointly and severally liable with the debtor, provided that the creditor informs such party in writing within that period that the proceedings have been commenced.
2. Where legal proceedings have been commenced by a subpurchaser against the buyer, the limitation period prescribed in this Convention shall cease to run in relation to the buyer's claim over against the seller, if the buyer informs the seller in writing within that period that the proceedings have been commenced.
3. Where the legal proceedings referred to in paragraphs 1 and 2 of this article have ended, the limitation period in respect of the claim of the creditor or the buyer against the party jointly and severally liable or against the seller shall be deemed not to have ceased running by virtue of paragraphs 1 and 2 of this article, but the creditor or the buyer shall be entitled to an additional year from the date on which the legal proceedings ended, if at that time the limitation period had expired or had less than one year to run.

## Article 19

Where the creditor performs, in the State in which the debtor has his place of business and before the expiration of the limitation period, any act, other than the acts described in articles 13, 14, 15 and 16, which under the law of that State has the effect of recommencing a limitation period, a new limitation period of four years shall commence on the date prescribed by that law.

## Article 20

1. Where the debtor, before the expiration of the limitation period, acknowledges in writing his obligation to the creditor, a new limitation period of four years shall commence to run from the date of such acknowledgement.
2. Payment of interest or partial performance of an obligation by the debtor shall have the same effect as an acknowledgement under paragraph (1) of this article if it can reasonably be inferred from such payment or performance that the debtor acknowledges that obligation.

## Article 21

Where, as a result of a circumstance which is beyond the control of the creditor and which he could neither avoid nor overcome, the creditor has been prevented from causing the limitation period to cease to run, the limitation period shall be extended so as not to expire before the expiration of one year from the date on which the relevant circumstance ceased to exist.

## 第 18 條

1. 如已對一債務人開始進行法律程序，本公約所規定之時效期間對與該債務人負有連帶及個別責任之任何其他當事人應中止計算，然債權人應於該期限內將業已開始進行法律程序之事實以書面通知該當事人。
2. 如轉買人對買方已開始進行法律程序，則本公約規定之時效期間，就買方對賣方之請求權而言應停止計算，然以買方於該期限內將業已開始進行法律程序之事實之書面通知賣方為限。
3. 於本條第 1 項及第 2 項所稱法律程序終結時，債權人或買方對負有連帶或個別責任之當事人或對賣方所提請求權之時效期間，應視為不因本條第 1 項及第 2 項而停止計算，然如於法律程序終結時，時效期間業已屆滿或剩不足一年，債權人或買方自該項法律程序終結之日起應另享有一年期限。

## 第 19 條

如債權人於時效期間屆滿前，並在債務人有營業所之國家內從第 13 條、第 14 條、第 15 條及第 16 條規定以外之其他任何行為，依據該國法律具有重行開始原時效期間之效力，一新的四年時效期間應自該國法律規定之日期開始。

## 第 20 條

1. 如債務人於時效期間屆滿前以書面向債權人承認其所負債務，一新的四年時效期間應自該承認之日起算。
2. 債務人付給利息或償還部分債務，應與本條第 1 項所稱的承認具有同等效力，然以該付給或償還可合理地推定該債務人承認該項債務者為限。

## 第 21 條

如由於債權人無法控制或不能避免或克服之情況、債權人無法使時效期間停止計算，時效期間應予延長，使之不致在有關情況消失之日起一年期滿以前即屆滿。

## Modification of the limitation period by the parties

## 當事人對時效期間之變更

### Article 22

### 第 22 條

1. The limitation period cannot be modified or affected by any declaration or agreement between the parties, except in the cases provided for in paragraph (2) of this article.
  2. The debtor may at any time during the running of the limitation period extend the period by a declaration in writing to the creditor. This declaration may be renewed.
  3. The provisions of this article shall not affect the validity of a clause in the contract of sale which stipulates that arbitral proceedings shall be commenced within a shorter period of limitation than that prescribed by this Convention, provided that such clause is valid under the law applicable to the contract of sale.
1. 除本條第 2 項規定之情形外，時效期間不得由當事人間以任何聲明或協議加以變更或影響。
  2. 債務人於時效期間持續中，得隨時向債權人提出書面聲明延長該期限。此項聲明可以續展。
  3. 本條各項規定不影響貨物買賣契約中規定有關仲裁程序應在比本公約所規定者更短之時效期間內開始進行之條款之效力。然以該項約定適用於貨物買賣契約之法律為有效者為限。

## General limit of the limitation period

## 時效期間之一般限制

### Article 23

### 第 23 條

Notwithstanding the provisions of this Convention, a limitation period shall in any event expire not later than 10 years from the date on which it commenced to run under articles 9, 10, 11 and 12 of this Convention.

無論本公約規定為何，時效期間無論如何均應於依本公約第 9 條、第 10 條、第 11 條及第 12 條規定開始起算之日起十年內屆滿。

## Consequences of the expiration of the limitation period

## 時效期間屆滿之後果

### Article 24

### 第 24 條

Expiration of the limitation period shall be taken into consideration in any legal proceedings only if invoked by a party to such proceedings.

於任何法律程序中，時效期間的屆滿，僅能根據該法律程序之一方請求，才予以考慮。

### Article 25

### 第 25 條

1. Subject to the provisions of paragraph (2) of this article and of article 24, no claim shall be recognized or enforced in any legal proceedings commenced after the expiration of the limitation period.
  2. Notwithstanding the expiration of the limitation period, one party may rely on his claim as a defence or for the purpose of set-off against a claim asserted by the other party, provided that in the latter case this may only be done:
    - (a) if both claims relate to the same contract or to several contracts concluded in the course of the same transaction; or
    - (b) if the claims could have been set-off at any time before the expiration of the limitation period.
1. 於適用本條第 2 項及第 24 條規定外，任何請求於時效期間屆滿後才開始進行之任何法律程序，均不得予以承認或執行。
  2. 既使時效期間已屆滿，當事人一方仍得憑藉其請求進行抗辯或用以抵銷他方當事人所提出之請求權，然於後者情況，僅符合以下條件者，始可進行：
    - (a) 雙方之請求權涉及同一契約或在同一交易中訂立之數個契約；或
    - (b) 該請求權於時效期間屆滿前隨時可以抵銷者。

### Article 26

### 第 26 條

Where the debtor performs his obligation after the expiration of the limitation period, he shall not on that ground be entitled in any way to claim restitution even if he did not know at the time when he

債務人如於時效期間屆滿後仍償還其債務，即使其於償還時不知時效期間已屆滿，也不因此就有權請求要求返還。

performed his obligation that the limitation period had expired.

## Article 27

The expiration of the limitation period with respect to a principal debt shall have the same effect with respect to an obligation to pay interest on that debt.

## Calculation of the period

### Article 28

1. The limitation period shall be calculated in such a way that it shall expire at the end of the day which corresponds to the date on which the period commenced to run. If there is no such corresponding date, the period shall expire at the end of the last day of the last month of the limitation period.
2. The limitation period shall be calculated by reference to the date of the place where the legal proceedings are instituted.

### Article 29

Where the last day of the limitation period falls on an official holiday or other dies non juridicus precluding the appropriate legal action in the jurisdiction where the creditor institutes legal proceedings or asserts a claim as envisaged in article 13, 14 or 15, the limitation period shall be extended so as not to expire until the end of the first day following that official holiday or dies non juridicus on which such proceedings could be instituted or on which such a claim could be asserted in that jurisdiction.

## International effect

### Article 30

The acts and circumstances referred to in articles 13 through 19 which have taken place in one Contracting State shall have effect for the purposes of this Convention in another Contracting State, provided that the creditor has taken all reasonable steps to ensure that the debtor is informed of the relevant act or circumstances as soon as possible.

## PART II - Implementation

### Article 31

1. If a Contracting State has two or more territorial units in which, according to its constitution, different systems of law are applicable in relation to the matters dealt with in this Convention, it may, at the time of signature, ratification or accession, declare that this Convention shall extend to all its territorial units or only to one or more of them, and may amend its declaration by submitting another declaration at any time.
2. These declarations shall be notified to the Secretary-General of

## 第 27 條

主債務時效期間屆滿，對該債務利息之給付義務亦具有同等效力。

## 時效期間之計算

### 第 28 條

1. 時效期間計算應在與該期限起算之日之對應日期終結時屆滿。如無該對應日期，該期限應在時效期間之最後一個月之末日終結時屆滿。
2. 時效期間應依照進行法律程序地點之日期計算。

### 第 29 條

如時效期間末日適逢債權人依第 13 條、第 14 條或第 15 條提起法律程序或提出請求之管轄地之一法定假日或休庭日，因而不能進行適當法律程序時，該時效期間應予延至法定假日或休庭日之次日終結時，始算屆滿，以便能在該管轄地提起該程序或提出該請求權。

## 國際效力

### 第 30 條

於任一締約國內所生第 13 條至第 19 條所稱之行為或情況就本公約來說，應在另一締約國具有效力。然債權人應採取一切合理步驟，保證儘速將有關行為或情況通知債務人。

## 第二部分 執行

### 第 31 條

1. 如一締約國有二個或以上之領域，依該國憲法，關於本公約所規定之事項應適用不同法律體系，該國可在簽署、批准或加入時，聲明本公約將適用於該國全部領域或僅適用於其中一或數領域，並可隨時提出另一聲明以修改其已作出之聲明。
2. 該聲明應通知聯合國秘書長，並明確



the United Nations and shall state expressly the territorial units to which the Convention applies.

3. If a Contracting State described in paragraph (1) of this article makes no declaration at the time of signature, ratification or accession, the Convention shall have effect within all territorial units of that State.
4. If, by virtue of a declaration under this article, this Convention extends to one or more but not all of the territorial units of a Contracting State, and if the place of business of a party to a contract is located in that State; this place of business shall, for the purposes of this Convention, be considered not to be in a Contracting State unless it is in a territorial unit to which the Convention extends.

## Article 32

Where in this Convention reference is made to the law of a State in which different systems of law apply, such reference shall be construed to mean the law of the particular legal system concerned.

## Article 33

Each Contracting State shall apply the provisions of this Convention to contracts concluded on or after the date of the entry into force of this Convention.

## PART III - Declarations and Reservations

### Article 34

1. Two or more Contracting States which have the same or closely related legal rules on matters governed by this Convention may at any time declare that the Convention shall not apply to contracts of international sale of goods where the parties have their places of business in those States. Such declarations may be made jointly or by reciprocal unilateral declarations.
2. A Contracting State which has the same or closely related legal rules on matters governed by this Convention as one or more non-Contracting States may at any time declare that the Convention shall not apply to contracts of international sale of goods where the parties have their places of business in these States.
3. If a State which is the object of a declaration under paragraph (2) of this article subsequently becomes a Contracting State, the declaration made shall, as from the date on which this Convention enters into force in respect of the new Contracting State, have the effect of a declaration made under paragraph (1), provided that the new Contracting State joins in such declaration or makes a reciprocal unilateral declaration.

### Article 35

A Contracting State may declare, at the time of the deposit of its instrument of ratification or accession, that it will not apply the provisions of this Convention to actions for annulment of the

說明適用本公約之領域。

3. 如本條第 1 項所稱之締約國於簽署、批准或加入時並未作出聲明，本公約在該國所有領域均應為有效。
4. 如依據本條規定所作出之聲明，本公約適用於締約國一或數個然非全部領域，且一方當事人之營業地位於該締約國內，則為本公約目的，該營業地除非位於本公約適用之領域內，否則應視為不在締約國內。

## 第 32 條

本公約所稱之一適用不同法律體系之國家法律應被解釋為一有關法律體系之法律。

## 第 33 條

任一締約國應將本公約規定適用於在本公約生效之日或以後訂立之契約。

## 第三部分 聲明及保留

### 第 34 條

1. 對屬本公約範圍之事項具有相同或非常近似之法律規則之二或以上之締約國，可隨時聲明本公約不適用於營業地於該締約國境內之當事人間之國際買賣契約。該聲明可聯合為之，亦可以相互單方面聲明之方式為之。
2. 屬於本公約範圍之事項具有與一或以上非締約國相同、或非常近似之法律規則之締約國，可隨時聲明本公約不適用於營業地在這些非締約國之當事人間之國際買賣契約。
3. 依據本條第 2 項所作聲明對象之國家，如後來成為締約國，該聲明從本公約對該新締約國生效之日起，即具有與依據第 1 項所作聲明同等之效力，然以該新締約國加入該聲明，或做出相互單方面聲明為限。

### 第 35 條

締約國於交存批准書或加入書時，可聲明對於廢除契約之行為適用本公約之規定。

contract.

### Article 36

Any State may declare, at the time of the deposit of its instrument of ratification or accession, that it shall not be compelled to apply the provisions of article 24 of this Convention.

### Article 37

This Convention shall not prevail over any international agreement which has already been or may be entered into and which contains provisions concerning the matters governed by this Convention, provided that the seller and buyer have their places of business in States parties to such agreement.

### Article 38

1. A Contracting State which is a party to an existing convention relating to the international sale of goods may declare, at the time of the deposit of its instrument of ratification or accession, that it will apply this Convention exclusively to contracts of international sale of goods as defined in such existing convention.
2. Such declaration shall cease to be effective on the first day of the month following the expiration of 12 months after a new convention on the international sale of goods, concluded under the auspices of the United Nations, shall have entered into force.

### Article 39

No reservation other than those made in accordance with articles 34, 35, 36 and 38 shall be permitted.

### Article 40

1. Declaration made under this Convention shall be addressed to the Secretary-General of the United Nations and shall take effect simultaneously with the entry of this Convention into force in respect of the State concerned, except declarations made thereafter. The latter declarations shall take effect on the first day of the month following the expiration of six months after the date of their receipt by the Secretary-General of the United Nations. Reciprocal unilateral declarations under article 34 shall take effect on the first day of the month following the expiration of six months after the receipt of the latest declaration by the Secretary-General of the United Nations.
2. Any State which has made a declaration under this Convention may withdraw it at any time by a notification addressed to the Secretary-General of the United Nations. Such withdrawal shall take effect on the first day of the month following the expiration of six months after the date of the receipt of the notification by the Secretary-General of the United Nations. In the case of a

### 第 36 條

任何國家可於交存本公約批准書或加入書時，聲明不得強制其用本公約第 24 條之規定。

### 第 37 條

本公約不優先適用於業已締結或可能締結並載有與屬於本公約範圍事項有關規定之任何國際協定，然以賣買雙方營業地均位於該協定之締約國內為限。

### 第 38 條

1. 締約國如已參加一現行國際貨物買賣公約，可在交存本公約批准書或加入書時，聲明其僅對該現行公約所規定之國際貨物買賣契約適用本公約。
2. 該聲明應在聯合國主持下締訂之新的國際貨物買賣公約發生效力滿十二個月後第一個月之第一天失效。

### 第 39 條

除依第 34 條、第 35 條、第 36 條及第 38 條規定所作出之保留外，不得再作任何其他保留。

### 第 40 條

1. 依本公約所為之聲明應送交聯合國秘書長，並應與本公約對有關國家生效時生效，然於在公約生效後所作出之聲明不在此限。公約生效後所作出之聲明之生效日期應為聯合國秘書長收到該聲明之日六個月後之次月首日生效。依據第 34 條規定作出之相互單方面聲明，應於聯合國秘書長收到最後一份聲明之日起六個月後之次月首日生效。
2. 依本公約作出聲明之國家得隨時通知聯合國秘書長撤回其聲明。該撤回應在秘書長收到通知之日六個月後之次月首日生效。如係依據本公約第 34 條所作出之聲明，其撤回自生效之日起，也使另一國家依據該條所作出之

declaration made under article 34 of this Convention, such withdrawal shall also render inoperative, as from the date on which the withdrawal takes effect, any reciprocal declaration made by another State under that article.

相應聲明無效。

#### **PART IV. Final Clauses**

#### **第四部分 最後條款 (1974 年公約)**

##### **Article 41**

##### **第 41 條**

This Convention shall be open until 31 December 1975 for signature by all States at the Headquarters of the United Nations.

本公約於 1975 年 12 月 31 日以前，聽由所在國家在聯合國總部簽署。

##### **Article 42**

##### **第 42 條**

This Convention is subject to ratification. The instruments of ratification shall be deposited with the Secretary-General of the United Nations.

本公約須經批准。批准書應送交聯合國秘書長存放。

##### **Article 43**

##### **第 43 條**

This Convention shall remain open for accession by any State. The instruments of accession shall be deposited with the Secretary-General of the United States.

本公約聽由任何國家加入。加入書應送交聯合國秘書長存放。

##### **Article 44**

##### **第 44 條**

1. This Convention shall enter into force on the first day of the month following the expiration of six months after the date of the deposit of the tenth instrument of ratification or accession.
2. For each State ratifying or acceding to this Convention after the deposit of the tenth instrument of ratification or accession, this Convention shall enter into force on the first day of the month following the expiration of six months after the date of the deposit of its instrument of ratification or accession.

1. 本公約應在第十個批准書或加入書存放之日起六個月後之次月首日生效。
2. 對於第十個批准書或加入書存放後批准或加入本公約之國家，本公約應在各該國交存批准書或加入書之日之六個月後之次月首日生效。

##### **Article 45**

##### **第 45 條**

1. Any Contracting State may denounce this Convention by notifying the Secretary-General of the United Nations to that effect.
2. The denunciation shall take effect on the first day of the month following the expiration of 12 months after receipt of the notification by the Secretary-General of the United Nations.

1. 任何締約國可以通知聯合國秘書長之方式，聲明退出本公約。
2. 該項退出聲明應在聯合國秘書長收到此項通知十二個月後之次月首日生效。

##### **Article 46**

##### **第 46 條**

The original of this Convention, of which the Chinese, English, French, Russian and Spanish texts are equally authentic, shall be deposited with the Secretary-General of the United Nations.

本公約正本應送交聯合國秘書長存放，其中文、英文、法文、俄文及西班牙文各種文本具有同等效力。

#### **Final Provisions (of the Amending Protocol)**

#### **最後條款 (1980 年議定書)**

## Article 47

The Secretary-General of the United Nations is hereby designated as the depositary for this Protocol.

## Article 48

1. This Protocol shall be open for accession by all States.
2. Accession to this Protocol by any State which is not a Contracting Party to the 1974 Limitation Convention shall have the effect of accession to that Convention as amended by this Protocol, subject to the provisions of article XI.
3. Instruments of accession shall be deposited with the Secretary-General of the United Nations.

## Article 49

1. This Protocol shall enter into force on the first day of the sixth month following the deposit of the second instrument of accession, provided that on that date:
  - (a)The 1974 Limitation Convention is itself in force; and
  - (b)The 1980 Sales Convention is also in force.If these Conventions are not both in force on that date, this Protocol shall enter into force on the first day on which both Conventions are in force.
2. For each State acceding to this Protocol after the second instrument of accession has been deposited, this Protocol shall enter into force on the first day of the sixth month following the deposit of its instrument of accession, if by that date the Protocol is itself in force. If by that date the Protocol itself is not yet in force, the Protocol shall enter into force for the State on the date the Protocol itself enters into force.

## Article 50

If a State ratifies or accedes to the 1974 Limitation Convention after the entry into force of this Protocol, the ratification or accession shall also constitute an accession to this Protocol if the State notifies the depositary accordingly.

## Article 51

Any State which becomes a Contracting Party to the 1974 Limitation Convention, as amended by this Protocol, by virtue of articles 8, 9 or 10 of this Protocol shall, unless it notifies the depositary to the contrary, be considered to be also a Contracting Party to the Convention, unamended, in relation to any Contracting Party to the Convention not yet a Contracting Party to this Protocol.

## Article 52

Any State may declare at the time of the deposit of its instrument of accession or its notification under article 10 that it will not be

## 第 47 條 (議定書第 7 條)

謹指定聯合國秘書長為本議定書保存人。

## 第 48 條 (議定書第 8 條)

- 本議定書開放給所有國家加入。
- 任何非 1974 年時效公約締約國加入本議定書，具有加入經本議定書修正之該公約之效力，然以不違反第 11 條規定為限。
- 加入書應送交聯合國秘書長存放。

## 第 49 條 (議定書第 9 條)

- 本議定書於第二件加入書存放之日起第六個月首日生效，然：
  - 1974 年時效公約本身於該日必須已生效；且
  - 1980 年契約公約亦必須已生效。如該二公約於該天並非都已生效，本議定書應於該二公約均已生效之首日生效。
- 對於在第二件加入書存放後才加入本議定書之任一國家，本議定書於該國存放其加入書後第六個月首日起對該國生效，然以本議定書於該天已生效者為前提。如於該日本議定書仍未生效，則本議定書應於其本身生效之時對該國生效。

## 第 50 條 (議定書第 10 條)

在本議定書生效後批准或加入 1974 年時效公約之國家，其批准或加入應構成加入本議定書，為此，該國應通知保存人。

## 第 51 條 (議定書第 11 條)

依照本議定書第 8 條、第 9 條或第 10 條成為經本議定書修正之 1974 年時效公約締約國之任何國家，除向保存人做出相反表示外，於其對未成為本議定書締約國之公約締約國之關係上，也應視為未經修正之該公約締約國。

## 第 52 條 (議定書第 12 條)

任何國家於交存其加入書或依據第 10 條為通知時，可聲明不受本議定書第 1 條

bound by article 1 of the Protocol. A declaration made under this article shall be in writing and be formally notified to the depositary.

之約束。依據本條所作出之聲明，應以書面提出，並應正式通知保存人。

### **Article 53**

1. A Contracting State may denounce this Protocol by notifying the depositary to that effect.
2. The denunciation shall take effect on the first day of the month following the expiration of twelve months after receipt of the notification by the depositary.
3. Any Contracting State in respect of which this Protocol ceases to have effect by the application of paragraphs (1) and (2) of this article shall remain a Contracting Party to the 1974 Limitation Convention, unamended, unless it denounces the unamended Convention in accordance with article 45 of that Convention.

### **第 53 條 (議定書第 13 條)**

1. 締約國可通知保存人聲明退出本議定書。
2. 退出應於保存人收到通知十二個月後之次月首日生效。
3. 適用本條第 1 及 2 項而本議定書對其停止生效之任何締約國，仍為未經修正之 1974 年時效公約之締約國，然其已依照該公約第 45 條規定，聲明退出未經修正之該公約者為限。

### **Article 54**

1. The depositary shall transmit certified true copies of this Protocol to all States.
2. When this Protocol enters into force in accordance with article 9, the depositary shall prepare a text of the 1974 Limitation Convention, as amended by this Protocol, and shall transmit certified true copies to all States Parties to that Convention, as amended by this Protocol.

### **第 54 條 (議定書第 14 條)**

1. 保存人應將本議定書之正式副本送交所有國家。
2. 保存人於本議定書依第 9 條開始生效時，應編制經本議定書修正之 1974 年時效公約全文，將其正式副本送交經本議定書修正該公約之全體締約國。

Done at Vienna, this day of 11 April 1980, in a single original, of which the Arabic, Chinese, English, French, Russian and Spanish texts are equally authentic.

1980 年 4 月 11 日訂於維也納，正本一份，其阿拉伯文本、中文本、英文本、法文本、俄文本及西班牙文本都具有同等效力。

譯者註：劃底線者為 1980 年修正議定書修正之處。

